

Faculty of Law



DESO2214 Commercial Law II

[30h+18h exercises] 4.5 credits

This course is taught in the 2nd semester

Teacher(s): Yves De Cordt
Language: French
Level: Second cycle

Aims

The main objective of the commercial law course (part II) is to broaden the scope of the corporate mechanisms taught during commercial law (part I), in particular the financial aspects, and to introduce students to other areas of commercial law, in particular competition law and the law governing commercial practices, in both the Belgian and European context.

Main themes

The professor selects various subjects for study from amongst the following: company law, competition law, intellectual property, etc. A special effort is made to show the relationships between different parts of commercial law (for example, between company and financial law). The course is therefore interdisciplinary.

Content and teaching methods

This course deals with the "large" companies trying to reach an ideal size, structure and organisation for the worldwide market: a study is made of their power structure, functioning, decision-making procedures, restructuring, their structural and contractual associations, financing, concentrations, their abuses, etc.

a. - The first part of the course deals with matters relating to company law via a "dynamic and progressive" approach. How does a company adapt to its economic and social environment? How does it react to the requirements of the financial markets? How does it comply with the principles of transparency? How does it modify its size and form? How is it possible to take over or transfer its control?

This implies:

- an analysis of the European plans concerning "Modernisation of company law" and several recommendations in the field of corporate governance (the functioning of the management, board of directors and general meetings);

- a study of the legal provisions directly or indirectly related to any type of company reorganisation (transfer of shares, variations in capital, protection against take-over bids);

- teaching of legal aspects of company restructuring: mergers, splits, acquisitions of all or any part of activities, transformations, take-over bids, private purchase of controlling shares, cross-border transfer of registered office;- an explanation of particular problems for company groups and for cooperation between companies.

b. - The second part of the course is dedicated to an introduction to financial law through the analysis of several applications of transparency principles: the legal organisation of financial markets (periodical and occasional information provided by listed companies, shares transfers, penal sanctions for insider trading#); information provided by the prospectus in the context of an IPO (initial public offer) or of a public share offer;

c. - In the third part of the course competition law is taught, in particular European rules governing agreements between companies (cartels), abuses of a dominant position, merger control, state subsidies#

Other information (prerequisite, evaluation (assessment methods), course materials recommended readings, ...)

Entry course requirement: commercial law (part I)

Lectures complemented by personal reading of recommended literature and discussions.

Evaluation (assessment methods) : oral exam

Other credits in programs

DROI22	Deuxième licence en droit	(4.5 credits)
DROI23	Troisième licence en droit	(4.5 credits)